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Presentation to Oakland City Council
Uptown Oakland Project
Oakland, California

BURNHAM PACIFIC

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Presentation to Oakland City Council
Uptown Oakland Project
Oakland, California

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Uptown Oakland--Project Highlights

February 4, 1997

Uptown Partners respectfully requests that the Oakland City Council extend our current ENA until it can be replaced with an agreement that authorizes DDA negotiations and an EIR so that we may construct the Uptown Project as described below.

PROJECT SUMMARY

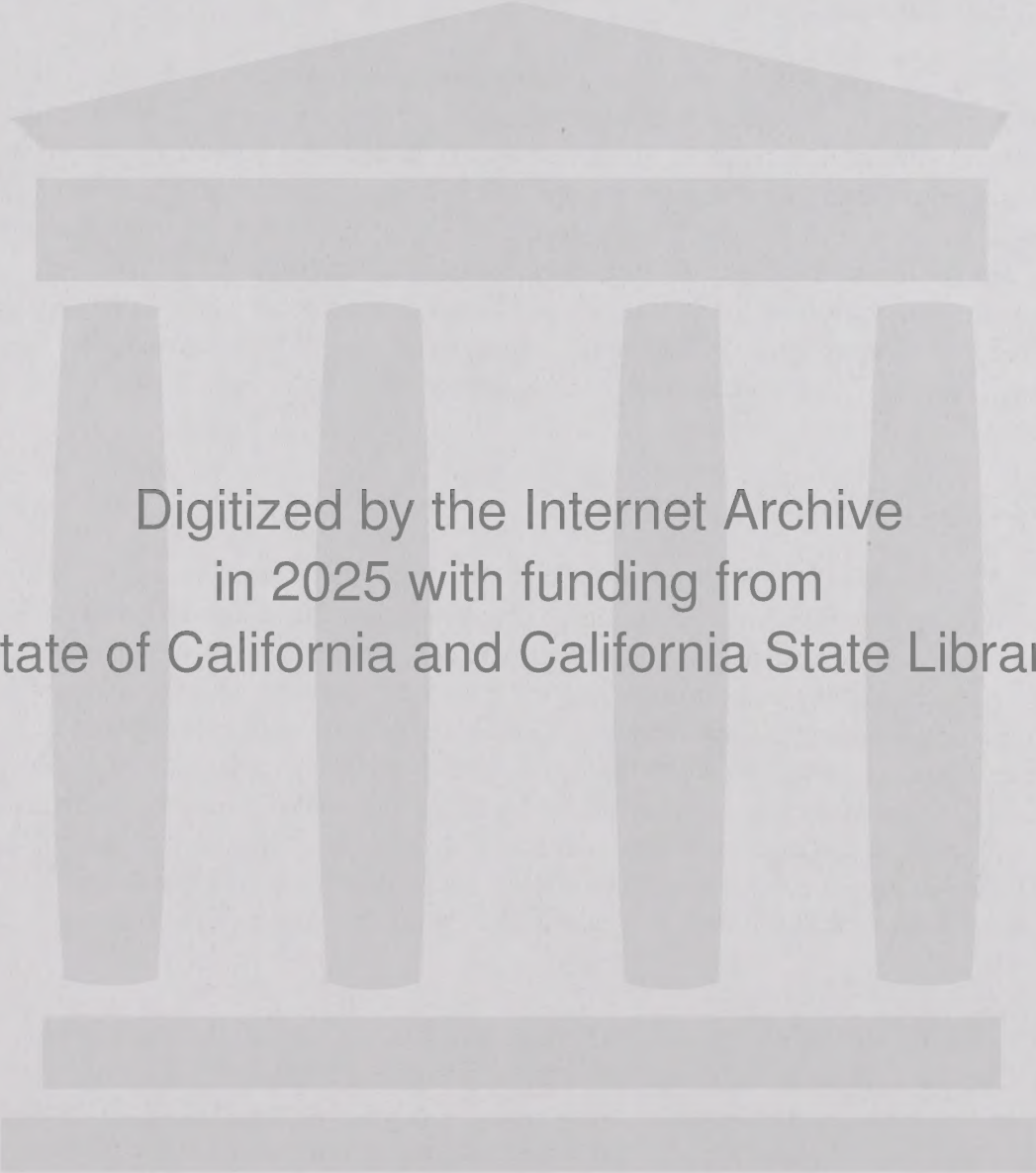
The Uptown Oakland project proposes a two-phase retail and entertainment development along Telegraph Avenue between 17th and 20th streets. The first phase will create an entertainment/retail block between 20th and 18th streets. Phase I-A will include the construction of a new two story, 180,000 square foot retail and cinema building at the corner of 20th and Telegraph, related parking and street improvements, and the renovation of the Floral Depot and Newberry's buildings. The Phase I-B project is the renovation of the Fox Oakland. In the second phase, a new two to three story major retail store from 80,000 to 120,000 square feet will be constructed at the corner of 17th and Telegraph with necessary parking behind the Fox Theatre. (See site plan).

PROJECT HIGHLIGHTS

Phase I will create a fully-improved Sears/Uptown center between 20th and 18th streets on Telegraph with historic buildings preserved, new buildings designed to enhance historic architecture, safe pedestrian-friendly streets and plazas connecting anchor stores, and adequate parking for retailers and the cinema. Existing historic buildings along Telegraph/Broadway blocks will be preserved and existing building owners and businesses will have the opportunity to participate in the Uptown's success. The successful completion of Phase I will set a tone and create momentum which will increase the opportunities to attract additional anchor stores of the quality that the City desires and deserves. The restored retail/entertainment block will enhance the success of Sears, the ice rink and the Fox, and make a Phase II major retail project possible.

The new cinema will regularly attract thousands of East Bay residents to Uptown. This will make it possible for other retailers to thrive. A cinema must be built immediately or other cinemas under discussion in the trade area will lock up market for movie screens and make any downtown retail project infeasible for the foreseeable future. The cinema is the catalyst for all future retail development in the area.

Uptown Partners will privately finance 100% of the Phase I-A retail buildings (the new 180,000 square foot retail building with a 15-20 screen, 5000 seat multi-plex cinema and related retail including books, music and restaurants, and a new retail/restaurants in



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the Newberry's and the Floral Depot buildings). The retail buildings will be under construction within 24 to 36 months from authorization of a DDA and have an expected private cost of \$28 million. Letters of interest have been obtained from cinema operators and an IMAX screen is being sought.

The City of Oakland will provide public financing and equity investment to construct improvements to the City's facilities in Phase I-A, including land acquisition, construction of a parking garage and street improvements to Telegraph Avenue. The City total requested equity investment in the parking garage and street improvements is approximately \$16 million.

Uptown Partners and the City of Oakland will jointly finance and coordinate the Phase I-B project, renovation of the City's Fox Oakland Theatre. The Fox would feature a live performance venue in the main auditorium and new retail and office uses in the wing buildings. Letters of interest have been received from operators for the auditorium from Bill Graham Presents and the Great American Music Hall. Debt financing supported by income generated by the Fox and historic preservation tax credits generated by the project would pay for the majority of the \$19.6 million renovation costs. The City requested equity investment of approximately \$9 million would bring its investment in the entire project to a total of approximately \$25 million. We will continue to refine the scope of the redevelopment plans for the Fox to minimize the required City investment. Phase I-B will proceed concurrently with Phase I-A.

The Phase II project includes a 120,000 square foot major retail center with necessary parking constructed behind the Fox Theatre. Major retail stores, such as department stores, typically require incentives to locate in or given shopping district such as reduced rent. Phase II is estimated to cost the City approximately \$10 million dollars. Total private investment in Phase II will be approximately \$10.5 million dollars. The site identified for the Phase II retailer was identified by the City and a department store as their preferred potential location. Concerted marketing of Phase II will be scheduled to build on the momentum of Phase I.

In Summary:

- The retail buildings in Phase I will be 100% privately financed.
- Letters of Interest have been received from Phase I anchor tenants.
- A viable reuse strategy has been identified for the Fox.
- Completion of Phase I will set the stage for attraction of a quality anchor tenant for Phase II.

We look forward to moving forward together with the City and making the project a reality.

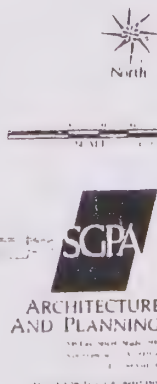


LEGEND		
ADDITIONAL CITY REDEVELOPMENT AREA		
	C	COMMERCIAL
	E	ENTERTAINMENT
	O	OFFICE
	P	POLICE
	R	RETAIL
EXISTING		
BUILDING SQUARE FOOTAGE		
Building No.	Building Type	Square Feet
COMMERCIAL		
P1	Ground Level Police Substation	5,092
C1	Sears Auto Center	± 20,600
	Total	25,692
ENTERTAINMENT		
E1	New Theater at Upper Level	90,000
E3	Existing Fox Theater	41,833
E5	Existing Ice Skating Rink	62,706
	Total	194,539
OFFICE		
O1	Existing Upper Levels	16,680
O3	Existing Upper Levels	16,680
	Total	33,360
RETAIL		
R1	New Lower Level	90,000
R2	Existing Sears	218,218
R3	Existing Ground Level	13,615
R4	Existing Upper Level (Sears Space)	63,603
R5	Existing Ground Level	13,015
R6	Existing Ground Level	20,762
	Total	400,395
PROJECT TOTAL		453,248
* Existing Sears area not a part of this project		

MASTER PLAN FOR PHASE I & II

UPTOWN THEATER DISTRICT

City of Oakland, California
BURNHAM PACIFIC PROPERTIES, INC.



B I L L G R A H A M P R E S E N T S

December 12, 1996

Jim Kessler
Burnham Pacific Properties
100 Bush Street, 24th Floor
San Francisco, CA 94104


Dear Jim:

The purpose of this letter is to express our sincere interest in becoming the operator of the Fox Theater in Oakland. Bill Graham Presents is very excited about the renovation of the theater and the rich heritage its rebirth represents. We are currently reviewing how a relationship might manifest itself in terms of what we could offer. We look forward to providing you with that information at the beginning of the new year.

As you know, we did a feasibility study for the Fox Theater and have concluded that properly restored, given today's production and competitive standards required for a successful theater, the Fox will be both a tremendous new addition to the Bay Area cultural community and provide revenues and jobs for the City of Oakland. A successful theater will only enhance surrounding properties by providing a destination location that will increase the City's image and bring life to the downtown area. We share these goals and look forward to working with you to make them a reality.

If you have any questions or concerns, do not hesitate to contact me at 415-243-8510.

Sincerely,



David M. Mayeri
Vice President
Bill Graham Enterprises

cc: Danny Scher, Bill Graham Enterprises



P.O. BOX 429094 • SAN FRANCISCO, CA 94142-9094
TELEPHONE: 415/541-0800 • FAX: 415/243-9603

THE GREAT AMERICAN MUSIC HALL

December 2, 1996

Mr. James M. Kessler
Director of Development
BURNHAM PACIFIC PROPERTIES INC.
100 Bush Street, 24th Floor
San Francisco, CA 94104

RE: Fox Theater Project

Dear Jim:

I am writing to confirm The Great American Music Hall's interest in the Fox Theater project. As we discussed at our meeting on the 25th of November, we would be interested in a long-term contract to manage the theater, provided certain concerns our met.

Based on our experiences promoting concerts, festivals and events over the past 25 years, we believe that the Fox Theater could be a very attractive concert venue provided it has good parking and transportation access, a moderate cost structure and efficient labor and work rules. If the Fox Theater meets these standards, we would be very interested in a management contract.

The Great American Music Hall has spanned the musical and historical spectrum for 25 years, featuring performances from musical giants such as, Duke Ellington, Sarah Vaughan, Count Basie, Van Morrison, John Lee Hooker and B.B. King. Established performers like Etta James, Leon Russell or Doc Watson could be on stage one night, while hot new performers like, Ladysmith Black Mombazo, The Crash Test Dummies or Wynton Marsalis could perform the next. In addition to operation of the Music Hall, the company also promotes concerts at other venues both locally and

849 O'FARRELL STREET

SAN FRANCISCO CA 94109



Cinemark USA, Inc.

7502 Greenville Avenue, Suite 800

Dallas, Texas 75231-3891

(214) 696-1644

(214) 696-3946 Fax

VIA TELECOPIER 415/772-0459

December 11, 1996

Ms. Jill Paul

C. B. Commercial

275 Battery Street, Suite 1300

San Francisco, California 94111

RE: Oakland Project

Dear Jill:

Per our conversation, I am pleased to hear that you have revised your plans for the project to include a theatre on one level. In this regard, Cinemark would be interested in the project for a theatre ranging from 60,000 to 100,000 square feet. The screen count would fluctuate up to twenty-four (24) screens based upon the final designed area.

Cinemark is the fifth largest exhibitor in the United States. It is a private company, and is rapidly expanding into Northern California. This project fits the parameters for Cinemark and with respect to the potential economics, I believe that a project of this type, due to the high cost of construction by the theatre exhibitor, would require rents in the \$13 to \$15 range. However, it is difficult to determine these parameters until we learn more about the design of the project, in which case we would be willing to look at it accordingly.

I look forward to hearing from you in the near future regarding the project.

Sincerely,

Kim Wise
Lynnda Dean

Kim Wise

KW/LD

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PROJECT DESCRIPTION FOR ENVIRONMENTAL REVIEW

I. Project Overview - Phases I and II

The project sponsors, Uptown Partners in cooperation with the City of Oakland Redevelopment Agency, propose to negotiate and sign a Disposition and Development Agreement which will lead to the development of Phases I and II of the Uptown Project consisting of a retail/entertainment project along Telegraph Avenue between 17th and 20th streets in Oakland. Phase I-A of the Uptown Project will include: a new retail/entertainment building at 20th and Telegraph which will include a multi-screen cinema of from 15 to 24 screens located in the second story in a two story structure at the corner of 20th and Telegraph, with retail and restaurants on the ground floor, and retail/restaurant uses in the Newberries and Floral Depot buildings across Telegraph. The Phase I-B of the Uptown Project will include a live entertainment venue in the Fox Theater Main Auditorium as well as restaurants or retail uses in the existing structures abutting the Fox main auditorium. A new Phase I parking garage will be constructed to provide adequate parking for the proposed project. The Phase II project will include a 120,000 square foot major retail store and a Phase II parking garage behind the Fox Oakland Theatre.

II. Project Objectives - Phase I

1. To adopt a Disposition and Development Agreement and other necessary agreements which lead to the development of the Uptown Project.
2. To enhance the existing historic character of the Uptown area by renovating existing historic structures including the Fox Theater, Newberries, and the Floral Depot buildings and developing new structures which bring economically viable entertainment and retail activities to the area.
3. To develop an entertainment and retail project which will create new sales tax revenues for the City and create a catalyst for new retail development in the area by drawing East Bay residents to a successful development.
4. To improve building facades, eliminate dilapidated structures, improve street lighting and access so as to create a street and pedestrian environment which makes the project area feel safe for visitors.
5. To provide safe, easily accessible, and adequate parking to serve the retail and entertainment operations in the proposed project.
6. To devote sufficient resources from the City of Oakland, the Oakland Redevelopment Agency, and other publicly available sources of funds to finance the following costs associated with the project:
 - The costs of a portion of the renovation of the Fox Theater building;
 - The construction of a publicly-owned and operated parking garage;
 - Land acquisition, relocation and toxic cleanup;
 - Infrastructure development; and,
 - Any subsidy necessary to bring a flagship retail or restaurant tenant to the area.

7. To attract private finance for the development of the project to:
 - Construct a new cinema and retail building including associated demolition costs including the construction of an IMAX screen in the multiplex cinema complex;
 - Conduct interior demolition and remodeling necessary to reuse existing buildings;
 - Pay for as many of the parking garage, infrastructure development, Fox Theater and land acquisition costs as can be privately financed; and,
 - Ultimately to construct a new major retail store to in the project area as part of phase three.
8. To develop the Fox Theater as the Phase I-B project as a live performance venue, retail and office project which will allow the careful planning and financing of this historic building project while allowing the expeditious completion of the cinema building as the Phase I-A project.
9. To take advantage of current market conditions which allow for the development of a multi-plex theater in the Oakland area as the cornerstone of the proposed entertainment and retail project and as the catalyst for a major retail project which will be designed and developed at a later date.
10. To plan for the development of a Phase II retail project which will entail the development of a new major retail store building of from two to three stories and from 80,000 to 120,000 square feet and renovate existing stores along Telegraph Avenue between 17th and 19th streets with associated parking in a Phase II parking structure behind the Fox Theatre.

III. Project Description - Phase I-A

New Construction

The following new structures will be built with the Uptown Project in Phase I-A:

- An approximately 180,000 square foot retail/cinema building with approximately 90,000 square feet of retail and restaurants on the ground floor and approximately 90,000 square foot cinema on the second floor with up to 24 screens and 4,000 seats, including an IMAX screen.
- A new 450,000 square foot, approximately 1,400 space parking to serve the proposed project and the existing Sears store.
- New structures will be built as finished shells ready for tenant improvements to enhance the historic streetscape with building architecture and materials suitable for the area.

Historic Renovation

Existing Buildings of architectural significance will be brought up to seismic safety, ADA, and the State Historic Building Code standards.

Storefronts in the Fox, Floral Depot, and Newberries buildings will be upgraded and may be combined/enlarged to meet tenant requirements and improve overall appearance of Telegraph Avenue within the project.

Certain building interiors may require extensive rebuilding in order to meet current codes and satisfy the requirements of potential tenants.

Demolition

The following structures will be demolished:

- Existing Sears Parking Garage
- Building Interiors in Floral Depot and Newberries
- Buildings located on the site of the future retail/cinema building and parking structure.

Street Furniture Improvements

Street furniture will be added to pedestrian plaza areas including benches, decorative concrete planters, trash receptacles, and architecturally compatible newspaper racks. The design of the outdoor street furniture will address safety and security issues, encourage outdoor gathering, and enhance the outdoor pedestrian environment.

Street Closures

The proposed project includes the closure of the following streets:

- 19th Street from Telegraph Avenue to San Pablo.
- Williams Street from Telegraph Avenue to San Pablo.

Traffic Signals

No new signals appear to be necessary at present. Signals may need to be timed to accommodate new circulation patterns through and around the site. Possible signal re-timing along 20th and 17th streets may occur.

Parking Garage

Structured parking will be provided to accommodate sufficient parking to satisfy potential tenants in the project including the cinema, Sears, and other tenants. The Phase I parking garage is proposed as a 2-story structure between the side of the Fox Theatre and 20th Street, incorporating an estimated 1,400 spaces.

Urban Design Components

The Uptown Project will include the following urban design components:

- Preserve existing building facades along Telegraph where structures have architectural merit.
- Bring existing structures leased or owned as part of project up to State Historic Building Code standards for seismic safety and disabled access.
- Ensure all site toxics have been fully remedied.
- New buildings shall be designed to complement historic streetscape including elements which create pedestrian-friendly architecture and street walls, architectural designs which complement the historic buildings in the district, building materials and colors selected to complement adjacent historic buildings and create an inviting streetscape.

Project Management and Security

- Provide on-site security patrols funded by project.
- Create Assessment or Management District to fund project security, cleaning, and maintenance funded by owners/tenants in boundaries of project.

Project Approvals Required

Development of the project will require at a approvals by the City of Oakland and/or the Oakland Redevelopment Agency to accommodate the following activities:

- Building permits for all new construction and remodeling work.
- Building rehabilitation.
- Construction of buildings and street improvements.
- Demolition of buildings on retail/cinema and parking garage sites.
- Disposition and development agreement.
- Disposition of property.
- Project Environmental Impact Review of Disposition and Development Agreement and proposed project improvements.
- Land acquisition.
- Land use entitlements for all new construction and remodeling work.
- Master leases, purchase/sale agreements, or eminent domain actions for all property necessary for project.
- Operating agreement and lease for Fox Theater main auditorium and surrounding retail/office space.
- Owner participation.
- Relocation assistance.

UPTOWN ENTERTAINMENT PROJECT

PHASE I LEASING PLAN

Prepared for:

Uptown Partners

Prepared by:

CB Commercial Real Estate Group, Inc.

Jill J. Paul

(415) 772-0241



UPTOWN ENTERTAINMENT PROJECT

LEASING PLAN

HISTORY OF UPTOWN DISTRICT

- ♦ Previously Featured 3 Significant Theatre Venues
 - Paramount
 - Fox
 - Roxie

- ♦ Provided a High-End Shopping Experience
 - I. Magnin
 - Capwell's
 - Liberty House

- ♦ Closing of the Theatres Prompted the Eventual Close of the Department Stores

- ♦ Resulted in Boarded Up Storefronts Causing a Poor Regional Image

UPTOWN ENTERTAINMENT PROJECT

LEASING PLAN

ISSUES AND CHALLENGES

- ♦ Perceived Lack of Safety in the Area
- ♦ Limited Convenient On-site Parking
- ♦ Lack of Existing Daytime, Evening and Weekend Activity
 - Paramount Draws Infrequently
 - No Other Complementary Activity in Area
 - No Retail Draw
- ♦ Sears Creates a Neutral Impact as a Draw but Provides Little Value as an Anchor to Draw High Quality Retailers
- ♦ The Area Currently Has No Conceptual Identity

UPTOWN ENTERTAINMENT PROJECT

LEASING PLAN

PROPOSED CONCEPT

PHASE I

- ♦ Entertainment Driven
 - Redevelop Fox Oakland Theatre
 - Develop New 16-24 Screen Multi-Plex
 - Enhance Recreational Activities
 - Complement These Uses with Restaurants/Cafes
- ♦ Attract Quality Retailers benefitting from the Entertainment Draw to Complete Tenant Mix
- ♦ Provide a Balance of Uses
 - Entertainment including
 - Fox Theatre
 - Multiplex Cinema
 - Night Clubs
 - Retail Including
 - Sears
 - 90,000 Square Feet Retail in New Building
 - Floral Depot and Newberry's renovated and leased
 - Office /Commercial including

UPTOWN ENTERTAINMENT PROJECT

LEASING PLAN

PROPOSED CONCEPT *(CONTINUED)*

PHASE II

- ♦ Within 3 to 5 years following Phase I
 - Develop Major Retail Store Site at Telegraph & 18th
 - Convert Buildings on East Side of Telegraph to Office/Retail

UPTOWN ENTERTAINMENT PROJECT

LEASING PLAN

BENEFITS OF ENTERTAINMENT THEME

- ♦ Visit to Uptown Becomes an Event, Giving the District Heightened Identity
- ♦ Uptown Becomes a Destination Increasing District's Drawing Power Providing a Larger Target Audience
- ♦ Uptown Becomes a Convenient Lunchtime and After-Hours Destination for the Dense Daytime Population
- ♦ Uptown Becomes a "Family-Friendly" Experience Drawing Weekend Population from the Oakland Area Including Berkeley, Rockridge, Piedmont, Montclair and beyond

UPTOWN ENTERTAINMENT PROJECT

LEASING PLAN

MARKETING STRATEGY

Entertainment Marketing

- ♦ Market Site to Cinema Operators
- ♦ Establish Fox Oakland Theatre as Anchor
- ♦ Use the Fox Redevelopment as a Draw for Cinema Operators

Restaurant Marketing

- ♦ Once the Strong Customer Attractions are Secured the Restaurants can be Approached

Entertainment-Related Retail

- ♦ By Providing the “Destination” Draw from the Anchor Tenants and the Supporting Attraction of the Restaurants, the Marketing to Entertainment-Related Retailers (books, music, electronics) Who Depend on Impulse Purchasing Can Begin

UPTOWN ENTERTAINMENT PROJECT

LEASING PLAN

PRE-MARKETING - TENANT CRITERIA

Understand Tenant's Site Selection Process and Criteria

- ♦ What are their Demographic Requirements?
- ♦ What Kind of Visibility and Access are Expected?
- ♦ Who are their Preferred Co-Tenants?
- ♦ What Are the Pedestrian Patterns of the Project and Does it Provide Safe and Convenient Parking?
- ♦ What Is the Proximity of Each Space to the Major Traffic Generators?

Once Tenants Analyze the Above, Their Operation Departments Project Sales and Derive the Maximum Rent Payable

UPTOWN ENTERTAINMENT PROJECT

LEASING PLAN

PRE-MARKETING PROJECT POSITIONING

In Preparation of the Project Presentation to the Retail Community, the Developer must Address the Following Issues in the Site Plan

- ♦ Anchor Tenants (Fox, Cinema) Identified
- ♦ Schematic/Elevation of Project Including Architectural Renderings
- ♦ Vehicular Visibility and Pedestrian Patterns
- ♦ Parking Layout Providing Safe and Convenient Access
- ♦ Security/Safety Detailed Plan to Overcome Existing Image
- ♦ Operational/Service Requirements

UPTOWN ENTERTAINMENT PROJECT

LEASING PLAN

PRE-MARKETING PROJECT POSITIONING *(CONTINUED)*

Prepare Marketing Brochures to Include:

- ♦ Map of Oakland/Bay Area Identifying Site
- ♦ Site Plan Showing Access and Public Transportation to the Site
- ♦ Site Plan of Project Showing Available Spaces, Sizes, Location of Anchor Tenants and Parking
- ♦ Colored Renderings to Enable Tenants to Visualize the Final Product
- ♦ Demographic Data of the Area in 3,5,7&10 Mile Radius Rings

UPTOWN ENTERTAINMENT PROJECT

LEASING PLAN

PRE-MARKETING PROJECT POSITIONING (CONTINUED)

- ♦ Daytime Population Within 1 Mile Radius Highlighting New Construction to Include Elihu M. Harris State Building and New Federal Building
- ♦ Graphic Depictions of Key Demographic Data (Population, Income, Etc.)
- ♦ Architectural Highlights and History of the Buildings
- ♦ Overview Sheet Highlighting the “Scope” of the Project, its Theme Identity, Range of Retail Premises and Delivery Date

UPTOWN ENTERTAINMENT PROJECT

LEASING PLAN

LEASING PLAN

In Preparation for Marketing the Uptown Project to the Tenant Community, CB Commercial Shall:

- ♦ Gather the Data Outlined under Pre-marketing in Coordination with Developer and Architects (Already in Progress)
- ♦ Target Quality Tenants from CB Tenant Data Base in Each Category for Each Phase of Marketing (ie: Cinemas, Restaurants, Books, Interactive Entertainment, Electronics, Etc.)
- ♦ Analyze Retention of Existing Local Tenants to Complement Proposed Retail Mix
- ♦ Prepare Call Reports for Tracking When Contact Was Made, Tenants Feedback and Further Interest (Cinema Call Report Already in Progress)

UPTOWN ENTERTAINMENT PROJECT

LEASING PLAN

LEASING PLAN (CONTINUED)

- ♦ Coordinate Exposure of Project on a National/International Level Through CB Commercial's:
 - 83 Brokerage Offices Nationally
 - Urban Retail Network of Brokers Tracking Development and Tenant Activity in Urban Environments Including New York, Chicago, Toronto, Vancouver, Seattle, Hawaii, Etc. (See Materials)
 - Retail Tenant Services (RTS) Network of Brokers Representing Over 200 Multi-Market Retailers in their Expansion Efforts on a Regional or National Basis.

UPTOWN ENTERTAINMENT PROJECT

LEASING PLAN

LEASING PLAN *(CONTINUED)*

- International Association of Shopping Centers (ICSC) and Urban Land Institute (ULI) Affiliation and Coordination of Meetings/Presentations to Potential Tenants

After Dialogue Is Established Between Developer and Potential Tenants, CB Commercial Shall Facilitate Lease Negotiations By:

- ♦ Preparing and Delivering Letters of Intent
- ♦ Provide Additional Site Studies, Demographic Comparisons, Market Data to Support Uptown as a Viable Location
- ♦ Coordinate All Meetings, Site Tours, Etc.

UPTOWN ENTERTAINMENT PROJECT

LEASING PLAN

TIME LINE

By November 15, 1996:

- ♦ Complete Marketing Brochure
- ♦ Meet with Cinema Operators for feedback to project and responses to Letters of Intent

By December 16, 1996:

- ♦ Secure Letter of Interest from Fox Operators
- ♦ Prepare plan for Marketing to Restaurants (please reference tenant list attached)

By March 1, 1997:

- ♦ Continue Lease Negotiations for Cinema Use
- ♦ Begin Restaurant Leasing

UPTOWN ENTERTAINMENT PROJECT

LEASING PLAN

TIME LINE (CONTINUED)

By May 1, 1997:

- ♦ Prepare for marketing to Entertainment-Related Retailers (please reference tenant list attached)
- ♦ Update all marketing materials to reflect Fox Operator, Cinema Operator, Restaurant Anchors
- ♦ Schedule Meetings at ICSC in Las Vegas with Quality Retailers to Complement Secured Tenant Mix

For More Information:

Jill J. Paul
(415) 772-0241

UPTOWN ENTERTAINMENT PROJECT

TENANT LEASING PLAN

R1/E1 - NEW CONSTRUCTION ACROSS FROM SEARS
180,000 S.F. ON 2 LEVELS

- ♦ Cinema - 5,000 s.f. ground floor, 90,000 s.f. upper level
- ♦ Food Court - 5,000 s.f. ground floor
- ♦ Books & Music - 40,000 ± s.f. ground floor
 - Borders Books
 - Virgin Megastore
 - Tower Records
 - Crown Books
- ♦ Family Apparel - 40,000 ± s.f. ground floor
 - Old Navy
 - Baby's R Us
 - Ross
 - T.J. Maxx

UPTOWN ENTERTAINMENT PROJECT

TENANT LEASING PLAN

- ♦ Electronics/Computer - 40,000± s.f. ground floor
 - Best Buy
 - The Good Guys
 - Circuit City

R6-FLORAL DEPOT
20,000 S.F. GROUND LEVEL

- ♦ Restaurants - 20,000 s.f.
 - Rock Bottom Micro-Brewery
 - Maggiano's/Corner Bakery
 - Champs
 - Chili's
 - Chevy's
 - Ruby's Diner

UPTOWN ENTERTAINMENT PROJECT

TENANT LEASING PLAN

R3 - NORTH WING BUILDING 13,015 S.F. GROUND LEVEL

- ♦ Smaller Food Operators - 13,015 s.f.
 - Starbuck's/Peet's/Pasqua
 - Noah's Bagels
 - Una Mas/World Wraps
 - Koo Koo Roo Roastery

R5 - SOUTH WING BUILDING 13,015 S.F. GROUND LEVEL

- ♦ Retail to Support Fox Entertainment Use
 - Virtual Reality Games:
 - Iwerks
 - Sega Gameworks
 - Merchandising for Fox Operator

E-3 - FOX THEATRE MUSIC/LIVE ENTERTAINMENT

Jill J. Paul
VICE PRESIDENT, RETAIL PROPERTIES

Jill Paul is in her ninth year at CB Commercial as a Retail Properties Specialist in the San Francisco office. In her first year, Jill earned the title of "Retail Rookie of the Year" for the Bay Area Region, and due to her combined efforts in tenant representation and retail listings, finished 1991, 1992, 1993, 1994 and 1995 in the Top Ten in the region in retail. She was featured in the San Francisco Business Times 1994 Real Estate Honor Roll for outstanding performance. In 1996, Jill ranked #1 in the region in retail and #5 in her office for sales performance.

Jill came to CB Commercial with six years of national account marketing experience with the IBM Corporation. Jill earned the title of "Sales Consultant" in 1989 and "Senior Associate" in 1990 and "Vice President" in 1996. Her career began with an emphasis in bank property listings in the Financial District and has evolved to include retail redevelopment, retail project consulting, and representation of tenants national and international in scope. She is a founding member of our Urban Retail Group which tracks tenant activity in other urban environments through a network of CB brokers and affiliates in the United States, Canada, Europe, and Asia.

Jill attended the University of California at Santa Barbara and studied abroad in Paris in her sophomore year, graduating from the University of California in Los Angeles with a degree in Foreign Language. Jill currently resides in Sausalito with her husband, David.

Jill J. Paul
VICE PRESIDENT, RETAIL PROPERTIES

Sacramento & Front Street Development - Financial District, San Francisco

Southeast corner of Sacramento and Front
San Francisco, California

Development of 20,000 square feet of prime retail space directly across from
Embarcadero Center.

Scope of Involvement: All tenant procurement, national in scope.

Status: Leased to Walgreens.

Wells Fargo/First Interstate Bank Merger Disposition Project

Team Leader for San Francisco, Marin, Sonoma and Napa Counties

Disposition of over 20 bank branches.

Scope of Involvement: Positioning all branches for national exposure, facilitating bid process,
evaluation and recommendation of potential buyers and subtenants, negotiating contracts.

Jill J. Paul
VICE PRESIDENT, RETAIL PROPERTIES

OTHER COMPLETED LISTINGS

One California Street	214 California Street
50 Fremont	217 Sansome Street
150 Spear Street	201 Montgomery Street
160 Spear Street	890 Taraval Street
180 Sansome Street	450 Sansome Street
Convention Plaza	1965 Market Street
580 California Street	111 Pine Street
59 Grant Avenue	350 Mission Street
344 Pine Street	525 Market Street
425 Market Street	625 Battery Street
100 California	100 First Plaza

RETAIL CLIENT LIST

24 Hour Nautilus	Merrill Lynch
Bank of the West	Pier 1 imports
Bank of America	PNS Stores
Blockbuster Video	Pottery Barn
California Federal Bank	Ross Stores
Computerland	Safeway
Fidelity Investments	San Francisco Federal
First Interstate Bank	Staples
Fresh Choice	Talbots
Grid Systems	The Boston Company
Kinko's Copies	Walgreens
Linen's & Things	Wells Fargo Bank
Marie Callender's	World Savings

REFERENCES

Mr. David Danis	Mr. David Harrison
Wells Fargo Bank	Patson Development
(415) 396-3029	(415) 788-2995
Corporate Real Estate	Geary & Arguello - Developer

Jill J. Paul
VICE PRESIDENT, RETAIL PROPERTIES

PROJECT EXPERIENCE

101 Post Street- Union Square, San Francisco

Southeast corner of Post and Kearny
San Francisco, California

Owner: Castlehill Properties

Redevelopment of a 20,000 square foot flagship building in Union Square area.

Multi-level retail.

Scope of involvement: All tenant procurement national and international in scope.

Status: Leased to Diesel, USA

1000 Van Ness Avenue - Van Ness Corridor, San Francisco

AMC Entertainment Center

Northeast corner of Van Ness and O'Farrell

San Francisco, California

Owner: Burnham Pacific Properties

Leasing of 50,000 square feet of retail space. Multi-level retail.

Scope of involvement: All tenant procurement, national in scope.

Geary & Arguello Development - Geary Corridor, San Francisco

Northwest corner of Geary and Arguello

San Francisco, California

Developer: Patson Development Company

Redevelopment of an existing 60,000 square foot, 2 level auto dealership into a retail complex with parking. Multi-level retail.

Scope of Involvement: All tenant procurement, national in scope.

Status: Leased to Office Max.

SUMMARY PHASE I PARKING

Total Peak Demand	2,100 spaces
Total surface spaces	734 acres
Total structured spaces	1,428 spaces
Total Spaces Provided	2,162 spaces

SUMMARY PHASE II PARKING

Total Peak Demand	480 spaces
Total Structured Spaces	500 spaces
Total Spaces Provided	500 spaces

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